

EXHIBIT A

**Declaration of John T. Young in Support of Application for Order
Pursuant to Sections 330(a) and 504 of the Bankruptcy Code and Rule 2014 of
the Federal Rules of Bankruptcy Procedure Authorizing the Employment of
Conway MacKenzie, Inc. as Financial Advisor to the Committee,
Effective as of April 12, 2013**

**IN THE UNITED STATES BANKRUPTCY COURT FOR THE
WESTERN DISTRICT OF OKLAHOMA**

In re:) Chapter 11
GMX RESOURCES INC., *et al.*¹)
Debtors.) Case No. 13-11456 (SAH)
) Jointly Administered
)
)

**DECLARATION OF JOHN T. YOUNG IN SUPPORT OF APPLICATION
FOR ORDER PURSUANT TO SECTIONS 330(a) AND 504 OF THE
BANKRUPTCY CODE AND BANKRUPTCY RULE 2014 AUTHORIZING
THE EMPLOYMENT OF CONWAY MACKENZIE, INC. AS FINANCIAL
ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, EFFECTIVE AS OF APRIL 12, 2013**

JOHN T. YOUNG declares under penalty of perjury, pursuant to 28 U.S.C. §1746, as follows:

1. I am a Senior Managing Director at Conway MacKenzie, Inc. (“CM” or the “Firm”), a turnaround and crisis management consultancy operating from eight offices across North America. The Firm was founded in 1987 and currently employs approximately 80 professionals.

2. I submit this declaration (the “Declaration”) in support of the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) of GMX Resources Inc., *et al.* (collectively, the “Debtors”) to employ CM as financial advisor to the Committee and to provide the disclosures required under Fed. R. Bankr. P. 2014(a).

¹ The Debtors in these chapter 11 cases, along with the last four digits of their federal tax identification numbers, are: GMX Resources Inc. (4474), Diamond Blue Drilling Co. (7463), and Endeavor Pipeline, Inc. (3948). The location of GMX’s corporate headquarters and the service address for its affiliates is 9400 N. Broadway, Suite 600, Oklahoma City, OK 73114.

3. I have personal knowledge of the facts set forth herein unless otherwise indicated.

To the extent any information disclosed herein requires amendment or modification, I will submit a supplemental declaration.

4. Neither I, CM, nor any employee at the Firm represents any party in interest (or its attorneys or accountants) other than the Committee in the Debtors' chapter 11 cases.

5. As set forth below, CM has in the past, may currently, and may in the future represent entities that are creditors or interest holders of the Debtors in matters unrelated to the Debtors' chapter 11 cases. CM has not represented and will not represent any of these parties in connection with the Debtors' chapter 11 cases. CM will only represent the Committee in connection with these cases.

LRM'S DISCLOSURE PROCEDURES

6. In preparing this Declaration, either I or someone under my supervision and direction searched CM's client data base to determine whether CM had any relationships with the following groups (as indicated below):

- (a) The entities listed on the Debtors' consolidated list of 30 largest unsecured creditors;
- (b) The members of the Committee;
- (c) The Debtors and their counsel;
- (d) The key officers and managers of the Debtors;
- (e) The Debtors' backstop DIP lenders and first lien lenders;
- (f) The Debtors' principal restructuring professionals;
- (g) The Debtors' equity holders; and
- (h) Other professionals associated with this case.

7. A list of each of the entities searched is attached hereto as Schedule 1. To the extent such search indicated that CM has a relationship with or connection to any of such entities, such relationship or connection is disclosed below and on Schedule 2 attached hereto.

CM'S CONNECTIONS WITH PARTIES IN INTEREST

8. Based on the information known to date, except to the extent otherwise set forth below, CM previously has represented, currently represents, has appeared in cases or transactions with, and may represent in the future the entities described in Schedule 2 attached hereto (or their affiliates), in matters wholly unrelated to the Debtors' chapter 11 cases.

9. Under my supervision, CM will continue to monitor the relationships of the parties in these chapter 11 cases and as additional information becomes available or additional connections are discovered, CM will promptly file supplemental disclosures.

CM'S RATES AND BILLING PRACTICES

10. The compensation arrangement provided for in the Engagement Letter, attached to the Application as Exhibit B, and the Indemnification Provisions set forth in Schedule 1 to the Engagement Letter, are generally consistent with the typical arrangements entered into by CM and, to my knowledge, other financial advisory firms in connection with rendering similar services to clients such as the Committee.

11. CM's current customary hourly rates presently range from \$400.00 to \$695.00 per hour for professionals and \$200.00 for administrative support. Hourly rates are periodically adjusted in the normal course of the Firm's business, often due to the increased experience of a particular professional. The professionals primarily responsible for this engagement and their respective hourly rates are as follows: John T. Young, senior managing director: \$580.00 per hour; R. Seth Bullock, managing director: \$525.00 per hour; Jeff N. Huddleston, managing

director: \$525.00 per hour; Bryan M. Gaston, managing director: \$525.00 per hour; Maggie D. Conner, director: \$450.00 per hour; Seth M. Barron, director: \$425.00 per hour; and Steven A. Geuther, senior associate: \$400.00 per hour. These persons will be assisted by other professionals and support staff at CM as necessary.

12. CM typically receives indemnification and expense reimbursement for its professional services similar to the Indemnification Provisions set forth in Schedule 1 to the Engagement Letter. I believe these Indemnification Provisions to be reasonable and customary for the type of services being provided to the Committee.

13. CM intends to apply for compensation for professional services rendered in these Chapter 11 cases and for reimbursement of actual and necessary expenses incurred in connection therewith, in accordance with the provisions of the Bankruptcy Code and Orders of this Court.

14. No promises have been received by CM or any principal or employee thereof as to payment or compensation in connection with these chapter 11 cases other than in accordance with any other entity to share with such entity any compensation received by CM, other than among the members of CM.

15. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed at Houston, Texas on this 9th day of May, 2013.



John T. Young

SCHEDULE 1

List of Entities Searched

30 Largest Unsecured Creditors

Alfred E. Lacy, AK. Lacy, & Robert Tiller
 Badger Pressure Control LLC
 Blackhawk Energy Services, Inc.
 Casedhole Solutions, Inc.
 ConocoPhillips
 Continental Resources, Inc.
 Don and Jeannie Crutcher
 East Texas Exploration, LLC
 Endeavor Gathering, LLC
 GX Technology Corp.
 Helmerich & Payne
 JNS Trucking, Inc.
 Missouri Basin Well Service, Inc.
 Rolfson Oil, Inc.
 Tomye Haynes and John H. Haynes, Jr.
 U.S. Bank
 Vision Oil Tools
 Weatherford International, Inc.
 Whiting Oil and Gas Corp.
 Williams Southern Co., LLC

Members of the Official Committee of Unsecured Creditors

American Stock Transfer & Trust Company,
 LLC
 Bank of New York Mellon
 Brian Burr
 Cudd Pumping Services
 Dual Trucking and Transport, LLC
 MBI Energy Logistics LLC
 Penn Virginia Corporation
 Pyramid Tubular Products, L.P.
 Regency Intrastate Gas, LP

Debtors' Key Officers & Managers

Michael J. Rohleder, President
 Jim Merrill, CFO

Debtors' Backstop and First Lien Lenders

Cantor Fitzgerald Securities
 Chatham Asset Management Co., LLC

Chatham Asset High Yield Master Fund, Ltd.
 Chatham Eureka Fund, L.P.
 GSO Capital Partners
 GSO Credit-A Partners LP
 GSO Palmetto Opportunistic Investment
 Partners LP
 GSO Special Situations Fund LP
 GSO Special Situations Overseas Master Fund
 Ltd.
 Omega Advisors, Inc.
 WB General Ltd.
 Whitebox Advisors LLC

<u>Debtors'</u>	<u>Principal</u>	<u>Restructuring</u>
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Professionals

Jefferies, LLC
 Tero Jänne

Equity Holders

Anthony Melchiorre
 Blackstone Holdings I L.P.
 Blackstone Holdings I/II GP Inc.
 The Blackstone Group L.P.
 Blackstone Group Management L.L.C.
 Stephen Schwarzman
 Bennett J. Goodman
 J. Albert Smith III
 Douglas I. Ostrover
 GSO Advisor Holdings L.L.C.
 Kinder Morgan Endeavor LLC

Other Professionals

Epiq Bankruptcy Solutions, LLC
 Paul, Weiss, Rifkind, Wharton & Garrison LLP
 McAfee & Taft
 Edwards Wildman Palmer LLP
 Brown Rudnick, LLP
 Patricia Williams Prewitt
 Fellers Snider
 GableGotwals
 Hall Estill
 Snow Spence Green LLP

SCHEDULE 2

List of Entities Searched With Whom CM Has a Connection

List of Connections

1. Conway MacKenzie Management Services, an affiliate of CM, is currently providing interim management services to Par Petroleum. Par Petroleum is a public company approximately 27% owned by funds managed by Whitebox Advisors, LLC. CM has had no involvement on behalf of Whitebox Advisors, LLC in connection with the Debtors. At the present time, CM knows of no facts or circumstances that would represent a conflict of interest for it with regard to its engagement and involvement with these chapter 11 cases.